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September 6, 2007

The Honorable Joseph J. Farnan, Jr.
United States District Court
District of Delaware
J. Caleb Boggs Federal Building
844 N. King Street
Room 4124
Lockbox 27
Wilmington, DE 19801

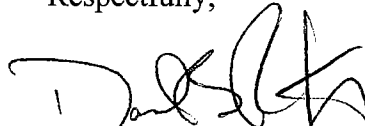
Re: *AstroPower Liquidating Trust v. KPMG, LLP*
Civil Action No. 06-469 (JJF)

Dear Judge Farnan:

Enclosed is the Parties' Report on Initial Conference pursuant to Rule 26(f) and a proposed Rule 16 Scheduling Order for Your Honor's consideration.

Counsel remains available at the Court's convenience should Your Honor have any questions.

Respectfully,



Daniel B. Rath
(No. 3022)

DBR/caa
Enclosures (2)

cc: Phil C. Appenzeller, Jr., Esquire (*via electronic filing*)
Ross H. Parker, Esquire (*via electronic filing*)
John T. Dorsey, Esquire (*via electronic filing*)
Michael D. Warden, Esquire (*via first class mail w/encls.*)
Joseph Warganz, Esquire (*via first class mail w/encls.*)

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

ASTROPOWER LIQUIDATING TRUST,
f/k/a ASTROPOWER, INC.,

Plaintiff,

v.

KPMG, LLP,

Defendant.

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Civil Action No. 06-469 (JJF)

REPORT ON INITIAL CONFERENCE AND AGREED SCHEDULING ORDER

COME NOW, the Plaintiff AstroPower Liquidating Trust, f/k/a AstroPower, Inc. (“Plaintiff”) together with Defendant KPMG LLP (“Defendant”) (the Plaintiff and the Defendant may collectively be referred to as the “Parties”) through their respective counsel and pursuant to Rules 16 and 26 of the Federal Rules of Civil Procedure submit the following proposed schedule for disclosures and discovery in this matter.

1. The initial conference among counsel for the Parties pursuant to Fed. R. Civ. P. 26(f) occurred on Thursday, August 23, 2007 at the offices of Landis Rath & Cobb LLP, and was attended by Phil C. Appenzeller, Jr., Ross H. Parker, and Daniel B. Rath for Plaintiff, and Michael D. Warden, David S. Petron, and John Dorsey for Defendant. At this conference, the Parties conferred regarding certain pre-trial deadlines and scheduling issues. The Parties jointly propose to the Court the following discovery plan:

2. A pre-trial status conference will be conducted by the Court on a date and time agreed upon by the Parties and confirmed with the Court’s Clerk, as available. The pre-trial status conference shall be at least forty-five (45) calendar days prior to the trial date.

3. The Court will determine whether the trial date should be scheduled when the Scheduling Order is entered or at the pre-trial status conference.

4. **Pre-Discovery Disclosures:** Pursuant to the Parties' agreement, the Parties shall exchange a list of witnesses with knowledge no later than September 28, 2007. The list will include current contact information (as known at this time) and a general description of the witness' knowledge. The Parties have agreed that other categories of information set forth in Fed. R. Civ. P. 26(a)(1) and D. Del. LR 16.2 need not be exchanged through initial disclosures.

5. **Discovery Plan:**

A. For purposes of Fed. R. Civ. P. 14(a), and unless this Court provides to the contrary, the deadline for which either of the Parties may cause a summons and complaint to be served upon a party not presently a party to this matter is December 1, 2007.

B. For purposes of Fed. R. Civ. P. 15(a), the deadline for which either of the Parties may amend their pleadings is also December 1, 2007.

C. The Parties shall complete all discovery, other than discovery relating to expert witnesses, by May 16, 2008. The Parties shall complete all discovery relating to expert witnesses by September 12, 2008.

1. The Parties shall make all disclosures required by Fed. R. Civ. P. 26(a)(2)(A)-(B) regarding expert witnesses offered by either Party on an issue on which that Party has the burden of proof by June 13, 2008. The Parties shall make all disclosures required by the above-referenced rules regarding expert witnesses offered by either Party on an issue on which that Party does not have the burden of proof by July 18, 2008.

D. There shall be a maximum of twenty-five (25) Interrogatories and a maximum of twenty-five (25) Requests for Admission served by each Party on the other Party.

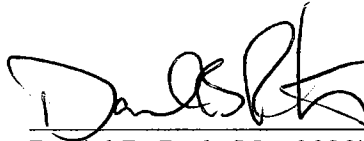
E. There shall be a maximum of twenty (20) depositions by each Party. This number includes expert depositions.

F. Case dispositive motions must be served and filed by November 7, 2008. Briefing shall be pursuant to D. Del. LR 7.1.2. Neither party may file a case dispositive motion more than ten (10) days from the above date without leave of the Court.

G. Except with respect to the settings of the trial date, the terms of this Scheduling Order may be modified by agreement of the parties or by Order of this Court. In the event that the trial date is reset by the Court, and unless ordered otherwise, any deadline set forth herein that is computed in relation to the trial date, shall also be shifted and reset to correspond to the reset trial date.

Dated: September 6, 2007
Wilmington, Delaware

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- AND -

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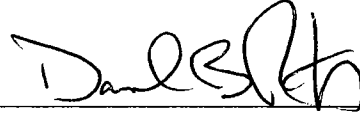
- and –

Joseph Warganz
Associate General Counsel
KPMG LLP
757 Third Avenue
New York, New York 10017

COUNSEL TO KPMG LLP

CERTIFICATE OF CONFERENCE

I, Daniel B. Rath hereby certify that on this 6th day of September 2007, I conferred with John T. Dorsey, counsel for Defendant KPMG, LLP, who stated that he was in agreement with the information contained herein.



Daniel B. Rath

CERTIFICATE OF SERVICE


I, Daniel B. Rath, hereby certify that on this 6th day of September 2007, I caused a true and correct copy of the Parties' *Report on Initial Conference and Agreed Scheduling Order* to be filed with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Daniel Bartley Rath (rath@lrclaw.com)
Maribeth Leslie Minella (bank@vcst.com)
Kerri King Mumford (mumford@lrclaw.com)
Phil C. Appenzeller, Jr. (pappenzeller@munsch.com)
Ross H. Parker (rparker@munsch.com)
David Mizgala (dmizgala@munshc.com)
John T. Dorsey (jdorsey@ycst.com)

I further certify that I have served the parties listed on the service list below by United States First Class Mail:

Michael D. Warden
David S. Petron
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Washington, D.C. 20005

Joseph Warganz
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KPMG LLP
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New York, New York 10017



Daniel B. Rath

**UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

ASTROPOWER LIQUIDATING TRUST,
f/k/a ASTROPOWER, INC.,

Plaintiff,

v.

KPMG, LLP,

Defendant.

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Civil Action No. 06-469 (JJF)

RULE 16 SCHEDULING ORDER

The Parties having satisfied their obligations under Fed. R. Civ. P. 26(f),

IT IS ORDERED that:

1. **Pre-Discovery Disclosures.** The Parties will exchange a list of witnesses with knowledge and current contact information (as known to the Parties at this time) on or before September 28, 2007. The Parties have agreed that the other categories of information set forth in Fed. R. Civ. P. 26(a)(1) and D. Del. LR 16.2 need not be exchanged through initial disclosures.

2. **Joinder of other Parties.** The deadline by which either of the Parties may cause a summons and complaint to be served upon a party not presently a party to this matter is December 1, 2007.

3. **Discovery.**

(a) Exchange and completion of interrogatories, identification of all fact witnesses, and document production shall be commenced so as to be completed by May 16, 2008.

(b) A maximum of twenty-five (25) interrogatories may be served by each Party on any other Party.

(c) A maximum of twenty-five (25) requests for admission may be served by each Party on any other Party.

(d) A maximum of twenty (20) depositions may be taken by plaintiff(s) and a maximum of twenty (20) depositions may be taken by defendant(s). This includes expert depositions. Depositions shall not commence until the discovery required by Paragraph 4 (a, b, and c) are completed.

(e) The Parties shall make all disclosures required by Fed. R. Civ. P. 26(a)(2)(A)-(B) regarding expert witnesses offered by either Party on an issue on which that Party has the burden of proof by June 13, 2008. The Parties shall make all disclosures required by the above-referenced rules regarding expert witnesses offered by either Party on an issue on which that Party does not have the burden of proof by July 18, 2008. The Parties shall complete all discovery pertaining to expert witnesses by September 12, 2008.

(f) The Parties agree to waive this court's form requirement that any Party desiring to depose an expert witness shall notice and complete said deposition no later than thirty (30) days from receipt of said expert's report.

4. Discovery Disputes.

(a) A Party seeking discovery which the opposing Party refuses to provide shall file a motion (no brief) pursuant to Rule 37 of the Federal Rules of Civil Procedure and Local Rule 37.1. Said motion shall not exceed a total of four (4) pages. An Answer to the Rule 37 motion, not to exceed four (4) pages, shall be filed within five (5) days of service of the motion. No reply is permitted.

(b) All papers shall set forth in a plain and concise manner the issue(s) in dispute, the Party's position on the issue(s), and the reasons for the Party's position.

(c) Upon receipt of the Answer, the movant shall notify Chambers by e-mail at jjf_civil@ded.uscourts.gov that the Parties have completed briefing.

(d) Upon receipt of the movant's e-mail, the Court will determine whether a conference is necessary and advise the Parties accordingly.

(e) There is no limit on the number of Rule 37 motions a Party may file, unless otherwise ordered by the Court.

5. **Amendment of the Pleadings.** The deadline by which either of the Parties may amend their pleadings is December 1, 2007.

6. **Case Dispositive Motions.** Any case dispositive motions, pursuant to the Federal Rules of Civil Procedure, shall be served and filed with an opening brief on or before November 7, 2008. Briefing shall be pursuant to D. Del. LR 7.1.2. No case dispositive motion may be filed more than ten (10) days from the above date without leave of the Court.

7. **Applications by Motion.**

(a) Any applications to the Court shall be by written motion filed with the Clerk of the Court in compliance with the Federal Rules of Civil Procedure and the Local Rules of Civil Practice for the United States District Court for the District of Delaware (Amended Effective January 1, 1995). Any non-dispositive motion shall contain the statement required by D. Del. LR 7.1.1. Briefs shall be limited to no more than ten (10) pages. Parties may file stipulated and unopposed Orders with the Clerk of the Court for the Court's review and signing. The Court will not consider applications and requests submitted by letter or in a form other than a motion.

(b) No facsimile transmissions will be accepted.

(c) No telephone calls shall be made to Chambers.

(d) Any Party with a true emergency matter requiring the assistance of the Court shall e-mail Chambers at: jjf_civil@ded.uscourts.gov. The e-mail shall provide a short statement describing the emergency.

Pretrial Conference and Trial. A pre-trial status conference will be conducted by the Court on a date and time agreed upon by the Parties and confirmed with the Court's Clerk, as available. The pre-trial status conference shall be at least forty-five (45) calendar days prior to the trial date. The Court will determine whether the trial date should be scheduled when the Scheduling Order is entered or at the pre-trial status conference.

DATE

UNITED STATES DISTRICT JUDGE